

EXHIBIT 2 TO MOTION

DECLARATION OF MICHAEL BROWN

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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|---|---|--|
| In re: |) | Chapter 11 |
| |) | |
| W. R. GRACE & CO., et al., ¹ |) | Case No. 01-01139 (AMC) |
| |) | (Jointly Administered) |
| Reorganized Debtor. |) | |
| |) | Hearing Date: 10:00 a.m. E.T., May 1, 2023 |
| |) | Objection Deadline: March 21, 2023 |

**THE DECLARATION OF MICHAEL BROWN IN SUPPORT OF REORGANIZED
DEBTOR'S MOTION TO APPROVE SETTLEMENT AGREEMENT RESOLVING
STATE OF MONTANA'S REMAINING CLAIM 18496-1**

COUNTY OF HOWARD)
) ss.
STATE OF MARYLAND)

Michael Brown, after being duly sworn according to law, deposes and says:

1. I am over the age of 18 and competent to testify. I am Chief Financial Officer of W. R. Grace & Co. ("Grace" or the "Company"), the Reorganized Debtor in the above-captioned Chapter 11 Case. All facts set forth in this Declaration and in the *Reorganized Debtor's Motion to Approve Settlement Agreement Resolving State of Montana's Remaining Claim 18496-1* (the "Motion") are based on my personal knowledge, on information supplied to me by employees of and/or professionals retained by the Reorganized Debtor, and/or on my experience and knowledge of Grace's businesses. If called upon to testify, I could and would testify competently to the facts and opinions contained herein and in the Motion.² This declaration is filed as Exhibit B to, and in support of, the Motion.

¹ W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or "Grace") is the sole remaining "Reorganized Debtor," and Case no. 01-1139 is the sole remaining open chapter 11 case.

² Capitalized terms not defined in this declaration shall have the meaning given them in the Motion.

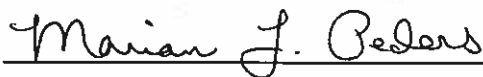
2. I was involved in Grace's internal deliberations, in the exercise of its business judgment, in which the Company determined that the terms of the Settlement Agreement as a reasonable outcome and of greater benefit to Grace than litigation.

3. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



Michael Brown
Chief Financial Officer
W. R. Grace & Co.

SWORN AND SUBSCRIBED before me,
this 6th day of January 2023



Notary Public

My Commission Expires: 3/1/2023

